

WESTERN AUSTRALIAN

Endurance Rider's Association



ABN: 83 510 134 790

**WESTERN AUSTRALIAN  
ENDURANCE RIDERS ASSOCIATION  
INCORPORATED**

**CONSTITUTION**

**February 2020**

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## **Preliminaries**

### **1. Name**

The name of the incorporated Association shall be the "Western Australian Endurance Riders Association Incorporated." in these rules referred to as "the Association" or, in the alternative, "WAERA" where applicable.

### **2. Objects and Power**

The Association shall conduct, promote, regulate and coordinate Endurance Events within the state of Western Australia and furtherance thereof; it shall

- 2.1.** Promote and foster the highest ideals of sportsmanship and horsemanship, and the spirit of Endurance Riding as embodied in the motto "to complete is to win".
- 2.2.** Act as the controlling body in Western Australia
  - a) Formulate and introduce endurance horse riding rules, as determined by the Committee from time to time
  - b) Adopt and enforce the AERA Riding rules and conditions of entry for endurance horse riding events that are currently in force and as amended from time to time.
  - c) Enforce the Association's horse riding rules where the Association's rules conflict with the AERA riding rules, provided always that any rules which conflict with the AERA rules are approved by the members of the Association by way of a special Resolution at a General Meeting.
  - d) No rule of any other body, shall overrule the governance rules, policies or decision-making powers of this Association.
- 2.3.** Promote, foster and control Endurance Rides of 80kms distance or more, and over non- competitive Training Rides of a lesser distance by way of rules and procedures as determined or approved by the AERA, and/or in accordance with local rules which do not conflict in fact or intent, with those rules and/or procedures determined or approved by the AERA.
- 2.4.** Ensure that riding rules, ride procedures and veterinary procedures are observed in a manner that provides protection for the wellbeing of horses ridden in Endurance Rides, Training Rides, Social rides and Introductory Rides.
- 2.5.** Oversee; conduct, from time to time, an Endurance Ride over a distance of not less than 160kms, known as the Tom Quilty Gold Cup Endurance Ride under contract with AERA.
- 2.6.** Oversee; conduct an annual Western Australian Championship Endurance Ride to be over a distance of not less than 160kms within a maximum elapsed time of twenty-four (24) hours.

- 2.7. To compile and maintain complete and accurate records of the results of Endurance Rides conducted in Western Australia and, where directed by the membership, to conduct an annual point/distance score competition and to maintain an archive for the sport.
- 2.8. Educate, examine and accredit members to be stewards and officials to assist in the efficient conduct of Endurance Rides and to maintain Registries of such accredited members
- 2.9. Encourage and assist members to compete in national and international Endurance Riding competitions and to select team members to represent Western Australia when necessary
- 2.10. Endeavour to provide information and education on all aspects of Endurance Riding.
- 2.11. Encourage the conduct of research into, and disseminate information collected in relation to the performance, training, feeding, husbandry, diseases, physiology, injuries and genetics of horses in the sport of Endurance Riding.
- 2.12. Generally promote and foster the interests of the sport of Endurance Riding.

### **3. Interpretation**

- 3.1. In these rules, except in so far as the context or subject matter otherwise indicates or requires -
  - a) "AERA" means the Australian Endurance Riders Association Incorporated;
  - b) "ordinary member" includes –
    - i. an executive officer of the Association;
    - ii. a member of the Committee of Management who is not an executive officer of the Association; or
    - iii. an honorary member of WAERA;
  - c) "Membership year" means the calendar year concluding 31st December;
  - d) "Division" means the state, territorial or other divisional body of the AERA;
  - e) "management committee" means a committee consisting of elected members or their duly appointed replacements and includes zone representatives or their duly appointed replacements;
  - f) "executive committee" means a committee consisting of the office bearers of the Association;
  - g) "executive officers" means the position of President, Vice-President, Secretary and Treasurer;
  - h) "solicitor or lawyer " means a person who has authority to act on behalf of another member, such authority being given under seal;
  - j) "delegate" means a member of the Committee of Management of the AERA appointed by a Division;

- k) "horse" means genus equidae and hence shall include horses, mules and donkeys;
- l) "nature of business" is the subject, or issue, to be discussed and determined;
- m) "special resolution" is a resolution requiring a 75% majority vote, of members present at such meeting e.g. a constitution change;
- n) "endurance ride" means an endurance event, affiliated with the WAERA, for horses and riders and/or which tests the endurance of both over a distance of at least 80kms.
- o) "training ride" means a non-competitive endurance event affiliated with the WAERA for horses and riders which provides endurance training for both a distance of 60kms or less per day
- p) "Endurance Drive" has the same meaning as "endurance ride but shall be for horses driven in harness.

**3.2.** In these rules –

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

## **Membership**

### **4. Classes of Members/Membership**

**4.1.** Membership of the Association shall consist of ordinary members and any of the following classes of members:

- a) Honorary member
- b) Non-Riding member
- c) Junior member
- d) International member
- e) Family membership
- f) Life member
- g) Day member
- h) Associate Member

**4.2.** An **Ordinary Member** shall have attained, or will attain the age of eighteen (18) years in the membership year and shall be entitled to vote:

- a) at any general meeting of the Association; and
- b) in the election of the Management Committee and at an Annual General Meeting.

- c) be considered to be a riding member as defined by the riding rules of the A.E.R.A.

#### **4.3. Honorary Member**

- a) An Honorary Member is a member who has been recognised by the Association as having provided special services to the sport of Endurance Riding and is nominated and approved as an honorary member at an Annual General Meeting of the Association.
- b) A nomination for Honorary membership shall be made by at least two financial members in writing, served on the Association at least twenty eight (28) days before the Annual General Meeting of the Association, and shall appear with the Notices of Motion provided to members prior to the Annual General Meeting.
- c) The appointment as honorary member shall be for the following membership year with all existing Honorary members being considered for reappointment at the Annual General Meeting of the Association without the need for re-nomination.
- d) An Honorary member shall not be required to pay a membership fee to the Association but shall have voting rights as an ordinary member.
- e) The Association shall not have at any one time more than ten (10) honorary members.

**4.4.** A **Non-Riding Member** shall be entitled to vote on the affairs of the Association and shall not be entitled to compete as an ordinary member in an Endurance Ride.

**4.5.** A **Junior Member** shall attain seventeen (17) years of age or less in the membership year and shall not be entitled to vote on the affairs of the Association. A junior member is considered to be a riding member as defined in the rules of the Association.

**4.6.** An **International Member** shall be any visitor to Australia who is a member of an Endurance Ride organization outside Australia that is recognized by the AERA/WAERA upon presentation of proof of novice or open riding status. Such International member shall be entitled to enter Endurance Rides affiliated with the Association upon payment of WAERA Day Membership Fees. An International member shall not be entitled to vote on the affairs of the Association.

**4.7.** A **Family membership** is deemed to comprise:

- a) One or two adult members who will have the status of an ordinary member; and
- b) Their children of junior status.

#### **4.8. Life Member**

- a) A Life member of the association will be a person who has given long and meritorious service to the Association.

- b) Life membership will be awarded by the State Management Committee on behalf of the members of the Association, at an Annual General Meeting of the Association, where an appropriate token of recognition of the life member's services will be presented.
- c) Life members will not be required to pay a membership fee but will have all of the rights of an ordinary member of the Association, and are also subject to the rules of the Association.

#### **4.9. Day Member**

- a) Day membership shall not be entitled to vote on the affairs of the Association.
- b) A day member shall be eligible to take part in social / training rides and drives affiliated with WAERA subject to the provisions of the association rules and only the date for which the day membership is valid.

#### **4.10. Associate Member**

An Associate Member shall not be entitled to vote on the affairs of the Association nor be entitled to compete as an ordinary member in an Endurance Ride.

### **5. Membership Qualifications**

A person is qualified to be a Member of the Association if, the person is a natural person who has completed the appropriate membership application form and paid the required fees, is not currently under suspension or exclusion from membership of the Association or other divisions and is a resident of Western Australia

### **6. Application for Membership**

**6.1.** An application by a person for membership of the Association shall:

- a) be made in writing on the current Application Form; and
- b) be lodged with the Secretary/Registrar of the Association with the appropriate fees.

**6.2.** The Association shall upon receipt of an application for membership and on payment of the amounts referred to in clause 11 enter the applicant's name in the register of members and, upon the name being so entered the applicant becomes a member of the Association.

### **7. Cessation of Membership**

A person ceases to be a member of the Association if the person:

- a) dies;
- b) resigns the membership;
- c) is expelled from the Association; or



- d) does not renew membership by payment as referred to in clauses 11.1, 11.2 and 11.3.

## **8. Transfer of Membership Entitlements**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon cessation of the person's membership.

## **9. Resignation of Members**

- 9.1.** A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than one (1) month or not less than such other period as the Committee may determine) in writing to the Secretary/Registrar of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member
- 9.2.** Where a member of the Association ceases to be a member pursuant to clause 9.1 and in every other case where a member ceases to hold membership, the Secretary/Registrar shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- 9.3.** A member of the Association is not entitled to resign that membership except in accordance with this rule.

## **10. Register of Members**

- 10.1** The Secretary of the Association shall maintain a register of members of the Association specifying the full Name and
  - a) Residential address; or
  - b) Postal address; or
  - c) Email address; or
  - d) Information by means of which contact can be made with the member, that is prescribed for the purpose of this paragraph
- 10.2** The register of members shall be kept at the nominated place of administration of the Association and shall be open for inspection at any reasonable hour.
- 10.3** Subject to the clause 10.4 a member may make a copy of, or take and extract from the register but is not entitled to remove the register for that purpose.
- 10.4** The member who wishes to make a copy of, or take and extract from the register of members is required to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the association.

## **11. Fees, Subscriptions, Other Charges**

- 11.1.** The members of the Association shall determine from time to time the membership fees and other charges payable by each class of member. However, any change in levies may be passed on, in part or in full, to the members of the Association by a resolution of the State Management Committee.
- 11.2.** The membership fee, if any, for each class of membership shall be payable in full upon an application for membership in that calendar year of membership.
- 11.3.** For new members the fee payable shall be for a period which concludes at the end of the then current membership year.

## **12. Members Liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clauses 11.1, 11.2 and 11.3 above.

## **Discipline, Resolving Disputes and Mediation**

### **13. Disciplining of Members**

- 13.1.** On receipt of a written complaint to the WAERA Management Committee that a member of the Association:
  - a) has refused, failed or neglected to comply with a provision or provisions of these rules, the riding rules, procedures, veterinary procedures, state rules governing member conduct and all conditions of entry for Endurance Rides as approved by the Association from time to time.
  - b) has acted in a manner prejudicial to the interests of the Association, the WAERA Management Committee shall cause the member to:
    - i. be advised in writing of the basis and grounds for the complaint; and
    - ii. be asked to respond to the complaint in writing or in person at a nominated Western Australia Management Committee meeting which shall be no sooner than fourteen (14) days from the date of posting of the advice notice.
- 13.2.** The secretary shall advise the member:
  - a) when and where the committee meeting is to be held; and
  - b) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about a disciplinary action.
- 13.3.** At the committee meeting, the committee must –

- a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; or other penalty.
- b) give due consideration to any submissions so made; and
- c) decide —if the member
  - i. has refused, failed or neglected to comply with a provision or provisions of these rules, the riding rules, procedures, veterinary procedures, state rules governing member conduct and all conditions of entry for Endurance Rides as approved by the Association; or
  - ii. has acted in a manner prejudicial to the interests of the Association;

then Management Committee may by resolution:

**13.4.** Apply a penalty to either,

- a) expel the member from the Association, or
- b) suspend the member from membership of the Association for a specific period; or
- c) suspend the member's right to compete in affiliated Endurance Rides or Training Rides or Social Rides.
- d) suspend all equine registered in the members name from competing at affiliated Endurance rides Training rides or Social rides.
- e) Or other penalties as determined by a resolution of the Management Committee

**13.5.** A decision of any disciplinary action by the committee to a member's membership from the Association takes immediate effect.

**13.6.** The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven (7) days after the committee meeting at which the decision is made.

**13.7.** A member who is under disciplinary action from the Association may, within fourteen (14) days after receiving notice of the Committee's decision under clause 13.6, give written notice to the secretary requesting the appointment of a mediator under clause 15.

**13.8.** If notice is given under clause 13.7, the member who gives the notice and the committee are the parties to the mediation.

**13.9.** During the period a member's membership is suspended, the member —

- a) loses any rights (including voting rights) arising as a result of membership; and
- b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

**13.10.** When a member's membership is suspended, the secretary must record and append to the register of members:

- a) that the member's membership is suspended; and

- b) the date on which the suspension takes effect; and
- c) the period of the suspension.

**13.11.** When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **14. Resolving Disputes**

The procedure set out in this section applies to disputes —

- a) between members; or
- b) between one or more members and the Association.

**14.1.** The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

**14.2.** If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 14.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of the Association:

- a) the parties to the dispute; and
- b) the matters that are the subject of the dispute

**14.3.** Within twenty eight (28) days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

**14.4.** The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held. The notice given to each party to the dispute must state —

- a) when and where the committee meeting is to be held; and
- b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

**14.5.** If —

- a) the dispute is between one or more members and the Association; and
- b) any party to the dispute gives written notice to the secretary stating the party ;
  - i. does not agree to the dispute being determined by the committee: and
  - ii. requests the appointment of a mediator under clause 15;

then the committee must not determine the dispute.

**14.6.** Determination of dispute by committee

At the committee meeting at which a dispute is to be considered and determined, the committee must —

- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

- b) give due consideration to any submissions so made; and
- c) determine the dispute.

**14.7.** The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.

**14.8.** A party to the dispute may, within 14 days after receiving notice of the committee's determination under clause 14.6(c), give written notice to the secretary requesting the appointment of a mediator under clause 15.

**14.9.** If notice is given under clause 14.8, each party to the dispute is a party to the mediation

## **15. Mediation**

**15.1.** The mediator must be a person chosen —

- a) if the appointment of a mediator was requested by a member under clause 13.7: by agreement between the Member and the committee; or
- b) if the appointment of a mediator was requested by a party to a dispute under clause 14.5(b)(ii) or clause 14.8 — by agreement between the parties to the dispute.

**15.2.** If there is no agreement for the purposes of clause 15.1(a) or (b), then, subject to clause 15.3 and clause 15.4, the committee must appoint the mediator.

**15.3.** The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- a) a member under clause 13.7; or
- b) a party to a dispute under clause 14.5(b)(ii); or
- c) a party to a dispute under clause 14.8 and the dispute is between one or more members and the Association.

**15.4.** The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- a) have a personal interest in the matter that is the subject of the mediation; or
- b) Be biased in favour of or against any party to the mediation.

**15.5.** The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

**15.6.** Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.

**15.7.** In conducting the mediation, the mediator must —

- a) give each party to the mediation every opportunity to be heard; and
- b) allow each party to the mediation to give due consideration to any written statement given by another party; and

- c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 15.8.** The mediator cannot determine the matter that is the subject of the mediation.
- 15.9.** The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 15.10.** The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 15.11.** If —
- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 13.7; and
  - b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked;
- then:
- 15.12.** That revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.
- 15.13.** If a dispute is not resolved under the mediation procedure provided by this Association within three (3) months from the referral to mediator, any member can make application to the State Administrative Tribunal for arbitration.

## **Committee**

### **16. Functions, Powers, Duties and Responsibilities**

- 16.1.** Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Management Committee:
- a) Shall have the General control and management of the administration of the affairs, property and funds of the Association; and
  - b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 16.2.** The Management Committee may exercise all the powers of the Association:
- a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charges upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

- b) to borrow money at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Western Australia for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt liability or obligation of the Association, and to provide and pay off any such securities.
- 16.3.** The Management Committee shall affiliate Endurance Rides provided the ride organisers meet the specific terms as determined by the association.
- 16.4.** The Management Committee may withhold or withdraw affiliation of an Endurance Ride and shall be obliged to furnish reason for its decision.
- 17. Membership of Management Committee**
- 17.1.** The Management Committee of the Association shall be comprised of:
- a) Four (4) executive officer members elected for a period of two (2) years with a maximum tenure of four (4) years in any ten (10) year period.
  - b) Five elected ordinary management members for a period of three (3) years with a maximum tenure of six (6) years in any ten (10) year period.
  - c) Honorary Veterinary Member elected annually for a period of one (1) year
  - d) No executive can perform two (2) executive positions at the same time.
  - e) No less than four (4) members shall each have completed a minimum of three endurance rides without disqualification and are ordinary members of the Association.
  - f) A person shall not be permitted to serve the Association as an executive or as an ordinary member of the State Management Committee for a period greater than six (6) years in any 10 year period.
  - g) All members must be either an Ordinary Member or Honorary Member or Life Member or Non Riding Member.
- 17.2.** The four (4) executive officers shall be President, Vice-President, Secretary and Treasurer and shall be elected by the members of the Association at a Annual General Meeting.
- 17.3.** The term of office for executive officers of the committee shall commence immediately after the close of the Annual General Meeting of the Association at which the member was elected and shall end at the close of the next Annual General Meeting of the Association after that at which the member's period of tenure expires.
- 17.4.** Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 17.5.** Treasurer

It is the duty of the Treasurer of the Association to ensure that:

- a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
- b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditures connected with the activities of the Association;
- c) a true copy of the financial report of the Association for the immediate past financial year is provided to the Secretary of the AERA no later than twenty eight (28) days after the close of the Annual General Meeting.

#### **17.6. Secretary**

- a) It is the duty of the Secretary to keep minutes of:
  - i. all appointments of executive officers and other members of the Committee;
  - ii. the names of members of the Committee present at a Committee meeting or a General meeting;
  - iii. decisions taken and business dealt with at Committee meetings and General meetings.
- b) The Secretary shall ensure that the issues raised in debate on a motion put at a general meeting are reported to the members via the minutes within twenty one (21) days.
- c) The Secretary shall ensure that the minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next meeting.
- d) The Secretary of the Association shall provide to the Secretary of the AERA a true copy of the minutes of the Management Committee meeting and any General Meeting within twenty eight (28) days following any meeting of the Committee.
- e) The Secretary shall ensure that notification of agenda items are provided to ordinary members no less than fourteen (14) days prior to all general meetings. Re-nomination of honorary members will be included.
- f) The Secretary shall to ensure that notification of agenda items is provided to members of the Management Committee no less than seven days prior to Management Committee meetings.
- g) The Secretary of the Association shall provide to the membership a copy of the minutes of the Management Committee Meeting within twenty one (21) days.
- h) The Secretary shall be required to maintain accurate digitised records of all incoming and outgoing communications.
- i) Any archived documents shall be securely destroyed after seven (7) years with the approval of the Management Committee



## **18. Casual Vacancies**

- 18.1.** The Management Committee shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 18.2.** The membership may elect a member or members to fill any casual vacancy on the Management Committee until the next Annual General Meeting and voting must be in person.
- 18.3.** The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

## **19. Removal of Committee Member**

- 19.1.** A member of the Management Committee may be removed by a 75% majority vote of other members of that Committee provided that such member of the Management Committee has been given 14 days advice of a notice for removal to be voted on at a Committee Meeting.
- 19.2.** At a Special General Meeting called by clause 26.1(b);
  - a) A member of the Management Committee can be removed by 75% of the general membership via a special resolution and voting must be in person.
  - b) Elect a member or members who are eligible under clause 18.2.
- 19.3.** The Association in a general meeting may by Special Resolution remove any member of the Committee from office before the expiration of the member's term and may elect a member or members who are eligible under clause 18.2.
- 19.4.** A member of the Management Committee shall be removed from the Committee if she or he fails to attend three consecutive meetings without sufficient reasons.
- 19.5.** A member of the Management Committee removed under clause 19.1, 19.2, 19.3 or clause 19.4 has the right of appeal as stipulated in clause 13.7.

## **20. Meetings of Management Committee**

- 20.1.** The Management Committee shall meet at least once every two calendar months to exercise its functions.
- 20.2.** A special meeting of the Management Committee shall be convened by the President or by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee. Such requisition shall clearly state the reasons the special meeting is being convened and the nature of the business to be transacted thereat.

- 20.3.** At every meeting of the Management Committee the presence of one more than half the members of the Management Committee as at the close of the last Annual General Meeting of the members, rounded up to the next whole number, shall constitute a quorum.
- 20.4.** Not less than fourteen day's notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 20.5.** The President will act as Chairperson unless the Management Committee members decide by a majority vote to appoint an alternative person from the Committee.
- 20.6.** If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 20.7.** The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 20.8.** A member who participates in a committee meeting as allowed under clause 20.7 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 20.9.** Proxy voting shall be permitted at all Management Committee meetings but shall be handed to the secretary prior to the start of the meeting. A proxy sent electronically to the secretary is of no effect unless it is received by the secretary no later than twenty four (24) hours before the commencement of the meeting.
- 21. Delegation of a Sub-committee**
- 21.1.** The Management Committee may delegate any of its powers to a sub-committee of such members of the Association, or other persons, as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 21.2.** A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the Meeting.
- 21.3.** A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

**21.4.** A sub-committee must report on its activities and decisions to each meeting of the Management Committee.

**21.5.** At the establishment of a Sub-committee the Management Committee will establish by resolution, the quorum of the sub-committee.

## **22. Voting and Decisions**

**22.1.** The Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes of members present and, in the case of equality of votes, the question shall be deemed to not be carried.

**22.2.** The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting to be recorded and available for inspection. For the purposes of ensuring the accuracy of the recording in writing of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or a member other than the Secretary of the Management Committee who was present at the meeting to which the minutes apply at the next succeeding Management Committee meeting.

**22.3.** A member of the Management Committee who has a direct or indirect pecuniary interest in a matter shall, as soon as possible disclose the nature of his interests to the Committee. The member shall not vote in respect of any issue to be resolved in which they have an interest or to which they may be impartial in regards to a decision. The person who declares Conflict of Interest must not be present while the matter is being considered at the meeting.

**22.4.** All acts done by any meeting of the Management Committee or of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

**22.5.** A resolution in writing forwarded to all members of the Management Committee for the time being entitled to receive notices of meetings of the Management Committee and signed by a majority of the members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Management Committee.

## **General Meetings**

### **23. Annual General Meeting**

**23.1.** The Annual General Meeting shall be held within three (3) months of the close of the financial year. An Annual General Meeting will be held every Calendar year.

**23.2.** A General Meeting shall follow the close of each Annual General Meeting.

**23.3.** At any Annual General Meeting the number of members required to constitute a quorum shall be 20% of the current membership but not less than thirty (30) members.

**23.4.** Calling of Annual General Meeting

- a) The Secretary shall convene the Annual General Meeting of the Association by giving not less than twenty-eight (28) days' notice of any such meeting to the members of the Association. The Secretary will also call for Motions for Discussion and for the Annual General Meeting call nominations for vacant positions of officers.
- b) Motions of Notice shall be submitted to the Secretary of the Association no less than twenty-one (21) days prior to a Annual General Meeting
- c) The Secretary shall give not less than fourteen (14) days' notice of the agenda and all business to be transacted at any Annual General Meeting including all nominations for management committee, and all special resolutions to be voted upon.
- d) The manner by which notices shall be given shall be determined by the Management Committee.

**23.5.** At each Annual General Meeting the following members of the Management Committee shall retire:

- a) those executive officers whose period of tenure has expired
- b) any member of the Management Committee who wishes to nominate for election as an executive officer
- c) all members of the Management Committee whose period of tenure has expired
- d) any member of the Management Committee appointed by the Management Committee pursuant to clause 18, who shall be eligible upon nomination for election.

**23.6.** The election of members of the Management Committee shall take place in the following manner:

- a) any two (2) members of the Association shall be at liberty to nominate any other member to serve as an executive officer or as a member of the Management Committee;
- b) the nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least twenty one (21) days before the Annual General Meeting at which the election is to take place, and shall include a resume of not more than 150 words;
- c) the election of committee members for the following term will be conducted at the Annual General Meeting with a vote by show of hand of the members present;
- d) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, those nominated shall be deemed elected and

nominations may be taken from the floor of the meeting to fill vacancies not filled in accordance with the preceding provisions of this rule.

- e) in the event of an equality of votes for any two (2) or more candidates for a position, then a separate secret ballot paper will be held by the members in attendance at the Annual General Meeting)

### **23.7. Business at Annual General Meeting**

The business to be transacted at every Annual General Meeting shall be -

- a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- b) the receiving of the financial report upon the financial transactions and accounts for the preceding financial year;
- c) the appointment of a financial reviewer for a term of one year to provide a declaration at the end of the financial year that all required standards of accounting have been met as per the governing Act.
- d) the election of a Returning Officer for a term of one (1) year.
- e) the election of Honorary Veterinarian for a term of one (1) year

## **24. General Meetings**

### **24.1. The business to be transacted at a General Meeting:**

- a) Motions of Notice for Discussion;
- b) Special Resolutions of Notice for Voting;
- c) General business.

### **24.2. The Secretary shall convene the General Meeting of the Association by giving not less than twenty-eight (28) days' notice of any such meeting to the members of the Association.**

### **24.3. Motions of Notice shall be submitted to the Secretary of the Association no less than twenty one (21) days prior to a general meeting**

### **24.4. The Secretary shall give not less than fourteen (14) days' notice of the agenda and all business to be transacted at any general meeting including all nominations for management committee, all motions for discussion and all special resolutions to be voted upon.**

### **24.5. Motions on Notice for Discussion will be debated at their first reading until the Chair determines that debate is exhausted. The debate on these Motions will then voted on by those members present and include Proxy Votes as per clause 24.8(f).**

**24.6.** Provided that the members in attendance at the meeting agree, a Notice of Motion can be raised from the floor and be voted on by the members present.

## **25. Quorum and Voting at any General Meeting**

**25.1.** At any General Meeting the number of members required to constitute a quorum shall be 20% of the current membership but not less than thirty (30) members.

- a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- b) Every question, matter or resolution shall be decided by a majority of votes of the members entitled to vote as stated in these rules except for matters required to be treated as a special resolution, in which case a majority of 75% of the members present at the meeting is required.
- c) Every member shall be entitled to one vote, provided that no member shall be entitled to vote at any general meeting if his or her annual subscription is unpaid at the date of the meeting.
- d) In the case of an equality of votes on a question at a General Meeting of the Association, the question shall be deemed to be decided in the negative and the Chairperson shall not have a second or casting vote.
- e) Voting shall be by show of hands, including proxy votes or a division of members unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot in such manner as the members present shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- f) Proxy voting shall be permitted at a General Meeting but shall to be delivered to the secretary prior to the start of the meeting except for a special resolution as per clause 19.2, or as per clause 19.3 and 30.1. A proxy sent electronically to the secretary is of no effect unless it is received by the secretary no later than twenty four (24) hours before the commencement of the meeting.

**25.2.** Procedure at, Adjournment and Postponement of

- a) The President shall preside as Chairperson, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice/President shall be the Chairperson or if the Vice/President is not present or is unwilling to act then the members present may elect one of their number to be Chairperson of the meeting.
- b) If the President and Vice President believe in special circumstances that they and all other committee members may be unable to act impartially, then a person external of the committee/association deemed to be impartial, may be appointed as temporary Independent Chairperson providing that the nominated person receives a simple majority of votes the attending committee/association

membership. An Independent Chairperson so appointed will exercise all the powers of the Chairperson.

- c) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner as per the published agenda, and the Chairperson may, with the approval of the members attending the meeting appoint an alternative Chairperson for part of the meeting.
- d) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- e) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## **26. Special General Meetings**

**26.1.** The Secretary shall convene a Special General Meeting:

- a) When directed to do so by the Management Committee; or
- b) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- c) The members requiring a special general meeting to be convened must —
  - i. make the requirement by written notice given to the secretary; and
  - ii. state in the notice the business to be considered at the meeting; and
  - iii. each sign the notice.
- f) The special general meeting must be convened within twenty eight (28) days after notice is given under clause 26.1.(b)
- g) If the committee does not convene a special general meeting within that twenty eight (28) day period, the members making the requirement (or any of them) may convene the special general meeting.
- h) A special general meeting convened by members under clause 26.1 (b)
  - i. must be held within three (3) months after the date the original requirement was made; and
  - ii. may only consider the business stated in the notice by which the requirement was made.
- i) The Secretary shall convene all Special General Meetings of the Association by giving not less than fourteen (14) days' notice of any such meeting to the members of the Association.

- j) The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a Special General Meeting shall clearly state the nature of the business to be decided thereat and any motions on notice.

**26.2. Quorum and Voting at a Special General Meeting**

- a) At any Special General Meeting the number of members required to constitute a quorum shall be 20% of the current membership but not less than thirty (30) members.
- b) No business shall be transacted at any Special General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- c) Every question, matter or resolution shall be decided by a majority of votes of the members present.
- d) Every member present shall be entitled to one vote in person, provided that no member shall be entitled to vote at any Special General Meeting if his or her annual subscription is unpaid at the date of the meeting.
- e) In the case of an equality of votes on a question at a Special General Meeting or General Meeting of the Association, the question shall be deemed to be decided in the negative and the Chairperson shall not have a second or casting vote.
- f) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- g) Proxy voting shall be permitted at all Special General Meetings but shall to be delivered to the secretary prior to the start of the meeting except for a special resolution as per clause 19.2 or as per clause 19.3 and 30.1. A proxy sent electronically to the secretary is of no effect unless it is received by the secretary no later than 24 hours before the commencement of the meeting.

**26.3. Procedure at, Adjournment and Postponement of a Special General Meeting**

- a) The President shall preside as Chairperson, or if there is no President, or if she/he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members shall elect one of their number to be Chairperson of the meeting.
- b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner and the Chairperson may, with the meetings approval, appoint an alternative Chairperson for part of the meeting.
- c) If within half an hour from the time appointed for the commencement of a Special General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.



- d) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned Special General Meeting.
- e) The minutes of every Special General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.

## Miscellaneous

### 27. Proxy

A proxy vote shall be in writing or in electronic form and shall follow the format:

#### **WESTERN AUSTRALIAN ENDURANCE RIDERS ASSOCIATION (INC):**

I, ..... of .....

Being a member of the above-named association use this proxy form for the Meeting of the Association to be held on the .....day of .....20.....to indicate my vote:

- a) In favour of the resolutions numbered .....
- b) Against the resolutions numbered .....

Signature:.....Date.....

Member Number: .....

### 28. By Laws

**28.1.** The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.

**28.2.** By-laws may —

- a) provide for the rights and obligations that apply to any classes of associate membership approved under clause 4.1; and
- b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
- c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
- d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

- 28.3.** A by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations or these Rules.
- 28.4.** Without limiting clause 28.3, a by-law made for the purposes of clause 28.2(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under the Act.
- 28.5.** At the request of a member, the Association must make a copy of the by-laws available for inspection by that member.

## **29. Insurance**

The Association shall effect and maintain insurance as required by the Act and any other insurance deemed necessary by the Management Committee.

## **30. Alteration of Rules**

At any General Meeting:

- 30.1.** Alterations to these rules may be made by way of a Special Resolution of a General Meeting and a member must vote in person;
- 30.2.** Special Resolutions must be submitted to the Secretary of the Association no less than 21 days prior to a General Meeting. Special Resolutions received of notice shall be circulated by the Secretary to all voting members of the Association with the agenda of the meeting.
- 30.3.** No such amendment, rescission or addition shall be valid and in force until the same shall have been submitted to and approved by the approved Government Authority

## **31. Inspection of Books**

**31.1.** Clause 31.2 applies to a member who wants to inspect —

- a) the register of members, the record of the names and addresses of committee members,
- b) any other record or document of the association.

**31.2.** The member must contact the secretary to make the necessary arrangements for the inspection

**31.3.** The inspection must be free of charge.

**31.4.** If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members. The committee may request a statutory declaration setting out the purpose for which the copy or extract is

required, and if they do so, then the member requesting access to inspect that document, must provide one before the inspection commences.

- 31.5.** The member may make a copy of or take an extract from a record or document referred to in clause 31.1 but does not have a right to remove the record or document for that purpose.
- 31.6.** The member must not use or disclose information in a record or document referred to in clause 31.1 except for a purpose:
- a) that is directly connected with the affairs of the Association; or
  - b) that is related to complying with a requirement of the Act.

## **32. Common Seal**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **33. Funds and Accounts**

- 33.1.** The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- 33.2.** Proper records of accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 33.3.** All moneys shall be banked as soon as practicable after receipt thereof.
- 33.4.** All accounts paid by cheque shall be signed by two (2) of the executive committee: i.e. President, Vice-President, Secretary, Treasurer or other member authorised from time to time by the Management Committee and accounts paid by electronic transfer over \$1000.00 shall require a clear record of authorisation of two (2) members of the executive committee
- 33.5.** Cheques shall be crossed "not negotiable" except those in payment of wages and allowances of petty cash re-coup which may be open.
- 33.6.** The Management Committee shall determine the amount of petty cash which shall be kept on the impress system.
- 33.7.** All expenditure shall be approved or ratified at a Management Committee meeting.
- 33.8.** As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:

- a) the income and expenditure for the financial year just ended; and
- c) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

**33.9** All financial records and bank statements shall be examined by a suitably qualified person who shall present their financial report upon such inspection to the Secretary prior to the holding of the Annual General Meeting following the financial year in respect of which such inspection was undertaken.

**33.10** The income and property of the Association whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### **34. Documents**

The Secretary shall provide for the safe custody of all the Associations records and documents.

The Treasurer shall provide safe custody of all the Associations financial records and accounts.

#### **35. Financial Year**

The financial year of the Association shall close on October 31 in each year.

#### **36. Distribution of Surplus Assets**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed amongst the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

#### **37. Provision of a Copy of Rules to Members**

**37.1.** The Secretary shall provide a copy of the rules of the Association to all ordinary members within three months of the acceptance of these rules.

**37.2.** New members shall be provided access to the rules of the Association.

**38. Liability**

The liability of the members is limited.